



QUARTERLY STATEMENT

AS OF JUNE 30, 2006
OF THE CONDITION AND AFFAIRS OF THE

OmniCare Health Plan, Inc.

NAIC Group Code	1137	1137	NAIC Company Code	12193	Employer's ID Number	20-1052897
	(Current Period)	(Prior Period)				
Organized under the Laws of	Michigan			State of Domicile or Port of Entry	Michigan	
Country of Domicile	United States of America					
Licensed as business type:	Life, Accident & Health [] Property/Casualty [] Dental Service Corporation [] Vision Service Corporation [] Other [] Health Maintenance Organization [X] Hospital, Medical & Dental Service or Indemnity [] Is HMO, Federally Qualified? Yes [X] No []					
Incorporated/Organized	04/22/2004		Commenced Business	10/01/2004		
Statutory Home Office	1333 Gratiot, Ste 400			Detroit, MI 48207		
	(Street and Number)			(City or Town, State and Zip Code)		
Main Administrative Office	1333 Gratiot, Ste 400		Detroit, MI 48207		313-465-1519	
	(Street and Number)		(City or Town, State and Zip Code)		(Area Code) (Telephone Number)	
Mail Address	1333 Gratiot, Ste 400			Detroit, MI 48207		
	(Street and Number or P.O. Box)			(City or Town, State and Zip Code)		
Primary Location of Books and Records	1333 Gratiot, Ste 400		Detroit, MI 48207		313-465-1519	
	(Street and Number)		(City or Town, State and Zip Code)		(Area Code) (Telephone Number)	
Internet Website Address	www.omnicarehealthplan.com					
Statutory Statement Contact	Kenyata J. Rogers			313-465-1519		
	(Name)			(Area Code) (Telephone Number) (Extension)		
	KJRogers@cvty.com			313-465-1604		
	(E-mail Address)			(FAX Number)		
Policyowner Relations Contact	1333 Gratiot, Ste 400		Detroit, MI 48207		313-465-1519	
	(Street and Number)		(City or Town, State and Zip Code)		(Area Code) (Telephone Number) (Extension)	

OFFICERS

Name	Title	Name	Title
Beverly Ann Allen	Chief Executive Officer	Kenyata Jamilea Rogers	Chief Financial Officer
John Joseph Ruhlmann	Corporate Controller	Francis Samuel Soistman Jr.	Executive Vice President

OTHER OFFICERS

John Joseph Stelben	Assistant Treasurer & Assistant Treasurer	Claudia Bjerre	Treasurer
Jonathan David Weinberg	Assistant Secretary	Shirley Ann Roquemore	Secretary
Kenneth G. Robinson III	Assistant Treasurer		

DIRECTORS OR TRUSTEES

Francis Samuel Soistman Jr.	Bobby Lee Jones	Beverly Ann Allen	Claudia Bjerre
Tiawauna Lowe	Doretha Wiley #		

State of Michigan
County of Wayne County ss

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Beverly Ann Allen
Chief Executive Officer

Kenyata Jamilea Rogers
Chief Financial Officer

John Joseph Ruhlmann
Corporate Controller

Subscribed and sworn to before me this
day of August, 2006

Rochelle D. Jenkins, Notary Public, Michigan
12/25/2006

- a. Is this an original filing? Yes [X] No []
- b. If no,
1. State the amendment number
2. Date filed
3. Number of pages attached

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	6,967,028		6,967,028	7,546,495
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)			0	0
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$ (2,754,058)), cash equivalents (\$ 0) and short-term investments (\$ 37,499,439)	34,745,382		34,745,382	35,281,443
6. Contract loans, (including \$ premium notes)			0	0
7. Other invested assets	0	0	0	0
8. Receivables for securities			0	0
9. Aggregate write-ins for invested assets	0	0	0	0
10. Subtotals, cash and invested assets (Lines 1 to 9)	41,712,410	0	41,712,410	42,827,938
11. Title plants less \$ charged off (for Title insurers only)			0	0
12. Investment income due and accrued	162,672		162,672	209,315
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection	0	0	0	0
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
13.3 Accrued retrospective premiums			0	0
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers	265,225		265,225	500,000
14.2 Funds held by or deposited with reinsured companies			0	0
14.3 Other amounts receivable under reinsurance contracts			0	0
15. Amounts receivable relating to uninsured plans			0	0
16.1 Current federal and foreign income tax recoverable and interest thereon			0	177,897
16.2 Net deferred tax asset	535,189	169,511	365,678	970,992
17. Guaranty funds receivable or on deposit			0	0
18. Electronic data processing equipment and software			0	0
19. Furniture and equipment, including health care delivery assets (\$)	116,800	116,800	0	0
20. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
21. Receivables from parent, subsidiaries and affiliates	25,218		25,218	0
22. Health care (\$ 989,785) and other amounts receivable	1,392,003	402,218	989,785	1,423,944
23. Aggregate write-ins for other than invested assets	80,471	80,471	0	0
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	44,289,988	769,000	43,520,988	46,110,086
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
26. Total (Lines 24 and 25)	44,289,988	769,000	43,520,988	46,110,086
DETAILS OF WRITE-INS				
0901.				
0902.				
0903.				
0998. Summary of remaining write-ins for Line 9 from overflow page	0	0	0	0
0999. Totals (Lines 0901 through 0903 plus 0998)(Line 9 above)	0	0	0	0
2301. Prepaid Expenses.....	26,962	26,962	0	0
2302. Leasehold Improvements.....	53,509	53,509	0	0
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	80,471	80,471	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded)	15,813,495		15,813,495	21,796,463
2. Accrued medical incentive pool and bonus amounts	253,299		253,299	206,381
3. Unpaid claims adjustment expenses	345,189		345,189	473,119
4. Aggregate health policy reserves			0	0
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance	35,000		35,000	0
9. General expenses due or accrued	1,152,695		1,152,695	1,443,307
10.1 Current federal and foreign income tax payable and interest thereon (including \$(1,846) on realized gains (losses))	505,425		505,425	(99)
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others	(10,189)		(10,189)	1,741
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	0		0	151,622
16. Payable for securities			0	0
17. Funds held under reinsurance treaties with (\$ authorized reinsurers and \$ unauthorized reinsurers)			0	0
18. Reinsurance in unauthorized companies			0	0
19. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
20. Liability for amounts held under uninsured plans			0	0
21. Aggregate write-ins for other liabilities (including \$ current)	0	0	0	0
22. Total liabilities (Lines 1 to 21)	18,094,914	0	18,094,914	24,072,534
23. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
24. Common capital stock	XXX	XXX	10	10
25. Preferred capital stock	XXX	XXX		0
26. Gross paid in and contributed surplus	XXX	XXX	16,600,990	16,600,990
27. Surplus notes	XXX	XXX		0
28. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
29. Unassigned funds (surplus)	XXX	XXX	8,825,074	5,436,552
30. Less treasury stock, at cost:				
30.1 .....shares common (value included in Line 24) \$)	XXX	XXX		0
30.2 .....shares preferred (value included in Line 25) \$)	XXX	XXX		0
31. Total capital and surplus (Lines 23 to 29 minus Line 30)	XXX	XXX	25,426,074	22,037,552
32. Total liabilities, capital and surplus (Lines 22 and 31)	XXX	XXX	43,520,988	46,110,086
DETAILS OF WRITE-INS				
2101.				
2102.				
2103.				
2198. Summary of remaining write-ins for Line 21 from overflow page	0	0	0	0
2199. Totals (Lines 2101 thru 2103 plus 2198) (Line 21 above)	0	0	0	0
2301.	XXX	XXX		
2302.	XXX	XXX		
2303.	XXX	XXX		
2398. Summary of remaining write-ins for Line 23 from overflow page	XXX	XXX	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above)	XXX	XXX	0	0
2801.	XXX	XXX		
2802.	XXX	XXX		
2803.	XXX	XXX		
2898. Summary of remaining write-ins for Line 28 from overflow page	XXX	XXX	0	0
2899. Totals (Lines 2801 thru 2803 plus 2898) (Line 28 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date
	1 Uncovered	2 Total	3 Total
1. Member Months.....	XXX	359,248	378,404
2. Net premium income (including \$ non-health premium income).....	XXX	74,860,149	78,933,949
3. Change in unearned premium reserves and reserve for rate credits	XXX		0
4. Fee-for-service (net of \$ medical expenses)	XXX		0
5. Risk revenue	XXX		0
6. Aggregate write-ins for other health care related revenues	XXX	(4,523,527)	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0
8. Total revenues (Lines 2 to 7)	XXX	70,336,622	78,933,949
Hospital and Medical:			
9. Hospital/medical benefits		35,168,707	38,310,116
10. Other professional services		2,901,219	2,708,698
11. Outside referrals			0
12. Emergency room and out-of-area		5,763,577	8,005,155
13. Prescription drugs		9,493,493	9,607,248
14. Aggregate write-ins for other hospital and medical	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....		226,994	361,942
16. Subtotal (Lines 9 to 15)	0	53,553,990	58,993,159
Less:			
17. Net reinsurance recoveries		365,370	207,885
18. Total hospital and medical (Lines 16 minus 17)	0	53,188,620	58,785,274
19. Non-health claims (net).....			0
20. Claims adjustment expenses, including \$ cost containment expenses.....		1,132,376	1,227,580
21. General administrative expenses.....		5,631,588	5,790,930
22. Increase in reserves for life and accident and health contracts including \$ increase in reserves for life only).....			0
23. Total underwriting deductions (Lines 18 through 22)	0	59,952,584	65,803,784
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	10,384,038	13,130,165
25. Net investment income earned		1,084,367	506,070
26. Net realized capital gains (losses) less capital gains tax of \$		(5,274)	(283)
27. Net investment gains (losses) (Lines 25 plus 26)	0	1,079,093	505,787
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)]			0
29. Aggregate write-ins for other income or expenses	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	11,463,131	13,635,952
31. Federal and foreign income taxes incurred	XXX	3,918,913	3,108,316
32. Net income (loss) (Lines 30 minus 31)	XXX	7,544,218	10,527,636
DETAILS OF WRITE-INS			
0601. QAAP Assessment.....	XXX	(4,523,527)	0
0602.	XXX		
0603.	XXX		
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above)	XXX	(4,523,527)	0
0701.	XXX		
0702.	XXX		
0703.	XXX		
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0
0799. Totals (Lines 0701 thru 0703 plus 0798) (Line 7 above)	XXX	0	0
1401.			
1402.			
1403.			
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above)	0	0	0
2901.			
2902.			
2903.			
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0
2999. Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above)	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year
CAPITAL AND SURPLUS ACCOUNT:			
33. Capital and surplus prior reporting year.....	22,037,552	14,242,248	14,242,248
34. Net income or (loss) from Line 32	7,544,218	5,772,982	8,122,054
35. Change in valuation basis of aggregate policy and claim reserves		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$		0	0
37. Change in net unrealized foreign exchange capital gain or (loss)	0	0	0
38. Change in net deferred income tax	(613,982)	680,060	922,632
39. Change in nonadmitted assets	1,458,286	(1,826,785)	(1,849,382)
40. Change in unauthorized reinsurance	0	0	0
41. Change in treasury stock		0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles		0	0
44. Capital Changes:			
44.1 Paid in		600,000	0
44.2 Transferred from surplus (Stock Dividend)		0	0
44.3 Transferred to surplus		0	0
45. Surplus adjustments:			
45.1 Paid in		0	600,000
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital		0	0
46. Dividends to stockholders	(5,000,000)	0	0
47. Aggregate write-ins for gains or (losses) in surplus	0	0	0
48. Net change in capital & surplus (Lines 34 to 47)	3,388,522	5,226,257	7,795,304
49. Capital and surplus end of reporting period (Line 33 plus 48)	25,426,074	19,468,505	22,037,552
DETAILS OF WRITE-INS			
4701.			
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 thru 4703 plus 4798) (Line 47 above)	0	0	0

CASH FLOW

	1 Current Year To Date	2 Prior Year Ended December 31
Cash from Operations		
1. Premiums collected net of reinsurance.....	74,895,149	155,685,077
2. Net investment income	1,129,890	1,046,620
3. Miscellaneous income	(4,059,457)	(9,597,335)
4. Total (Lines 1 to 3)	71,965,582	147,134,362
5. Benefits and loss related payments	57,500,477	112,943,895
6. Net transfers to Separate, Segregated Accounts and Protected Cell Accounts.....		0
7. Commissions, expenses paid and aggregate write-ins for deductions	7,182,506	13,519,198
8. Dividends paid to policyholders		0
9. Federal and foreign income taxes paid (recovered) \$ net of tax on capital gains (losses)	3,235,493	3,395,980
10. Total (Lines 5 through 9)	67,918,476	129,859,073
11. Net cash from operations (Line 4 minus Line 10)	4,047,106	17,275,289
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	1,086,154	13,523
12.2 Stocks	0	0
12.3 Mortgage loans	0	0
12.4 Real estate	0	0
12.5 Other invested assets	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	532,833	244,814
12.7 Miscellaneous proceeds	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	1,618,987	258,337
13. Cost of investments acquired (long-term only):		
13.1 Bonds	505,566	5,255,927
13.2 Stocks	0	0
13.3 Mortgage loans	0	0
13.4 Real estate	0	0
13.5 Other invested assets	0	0
13.6 Miscellaneous applications	538,107	245,097
13.7 Total investments acquired (Lines 13.1 to 13.6)	1,043,673	5,501,024
14. Net increase (or decrease) in contract loans and premium notes	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	575,314	(5,242,687)
Cash from Financing and Miscellaneous Sources		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	600,000
16.3 Borrowed funds	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities		0
16.5 Dividends to stockholders	5,000,000	0
16.6 Other cash provided (applied).....	(158,481)	116,209
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(5,158,481)	716,209
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS		
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Lines 15 and 17)	(536,061)	12,748,811
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year.....	35,281,443	22,532,632
19.2 End of period (Line 18 plus Line 19.1)	34,745,382	35,281,443

STATEMENT AS OF JUNE 30, 2006 OF THE OmniCare Health Plan, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10	11	12	13
		2	3										
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Stop Loss	Disability Income	Long-Term Care	Other
Total Members at end of:													
1. Prior Year	60,965	.0	.0	.0	.0	.0	.0	.0	60,965	.0	.0	.0	.0
2 First Quarter	59,912	.0	.0	.0	.0	.0	.0	.0	59,912	.0	.0	.0	.0
3 Second Quarter	58,848								58,848				
4. Third Quarter .....	.0												
5. Current Year	0												
6 Current Year Member Months	359,248								359,248				
Total Member Ambulatory Encounters for Period:													
7. Physician	209,017								209,017				
8. Non-Physician	42,891								42,891				
9. Total	251,908	0	0	0	0	0	0	0	251,908	0	0	0	0
10. Hospital Patient Days Incurred	19,023								19,023				
11. Number of Inpatient Admissions	4,152								4,152				
12. Health Premiums Written	75,392,111								75,392,111				
13. Life Premiums Direct .....	.0												
14. Property/Casualty Premiums Written .....	.0												
15. Health Premiums Earned	75,392,111								75,392,111				
16. Property/Casualty Premiums Earned .....	.0												
17. Amount Paid for Provision of Health Care Services	59,490,041								59,490,041				
18. Amount Incurred for Provision of Health Care Services	53,553,990								53,553,990				

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UNDERWRITING AND INVESTMENT EXHIBIT
ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital & medical)					0	0
2. Medicare Supplement					0	0
3. Dental Only					0	0
4. Vision Only					0	0
5. Federal Employees Health Benefits Plan					0	0
6. Title XVIII - Medicare					0	0
7. Title XIX - Medicaid	10,759,555	48,406,481	1,996,192	13,817,303	12,755,747	21,796,462
8. Other Health					0	0
9. Health Subtotal (Lines 1 to 8).....	10,759,555	48,406,481	1,996,192	13,817,303	12,755,747	21,796,462
10. Healthcare receivables (a)		221,442			0	0
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts	95,795	84,280	58,164	195,135	153,959	206,381
13. Totals	10,855,350	48,269,319	2,054,356	14,012,438	12,909,706	22,002,843

(a) Excludes \$ loans and advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

1-8 No significant changes from 12/31/2005.

9. Income Taxes

a. The components of the net deferred tax asset are as follows:

	<u>June 30, 2006</u>	<u>December 31, 2005</u>
Total of gross deferred tax assets	584,771	1,198,752
Total of deferred tax liabilities	(49,582)	(49,580)
Net deferred tax asset	535,189	1,149,171
Deferred Tax Asset nonadmitted	169,511	178,179
Net admitted deferred tax asset	365,678	970,992
Increase (decrease) in DTAs nonadmitted	(8,668)	N/A

b. Deferred tax liabilities are not recognized for the following amounts:

None

c. The provisions for incurred taxes on earnings for the years ended December 31 are:

	<u>June 30, 2006</u>	<u>December 31, 2005</u>
Federal	3,918,913	3,483,835
Foreign	-	-
	3,918,913	3,483,835
Federal Income Tax on net capital gains	-	-
Utilization of capital loss carry-forwards	-	-
Federal and foreign income taxes incurred	3,918,913	3,483,835

The tax effect of temporary difference that give rise to significant portions of deferred tax assets and deferred tax liabilities are:

	<u>June 30, 2006</u>	<u>December 31, 2005</u>	<u>Change</u>
Deferred Tax Assets:			
CY Discounted unpaid claims	123,425	169,029	(45,604)
CY Discounted unearned premiums	2,450	0	2,450
Bad debt expense reserve	25,707	88,387	(62,680)
Vacation pay accrual	35,973	36,752	(779)
Accrued bonuses	30,739	30,739	0
Stat to gaap adjustment	0	1	(1)
Retention bonus	156,655	156,655	0
Nonadmitted assets	209,821	717,187	(507,366)
Total deferred tax assets	584,771	1,198,752	(613,981)
Nonadmitted deferred tax assets	(169,511)	(178,179)	8,668
Admitted deferred tax assets	415,260	1,020,572	(605,313)
Deferred Tax Liabilities:			
Total deferred tax liabilities	49,582	49,581	0
Net admitted deferred tax asset	365,678	970,991	(605,313)

The change in net deferred income taxes is comprised of the following (exclusive of nonadmitted assets):

	<u>June 30, 2006</u>	<u>December 31, 2005</u>	<u>Change</u>
Total deferred tax assets	584,771	1,198,752	(613,981)

NOTES TO FINANCIAL STATEMENTS

Total deferred tax liabilities	49,582	49,581	0
Net deferred tax asset	535,189	1,149,171	(613,981)
Tax effect of unrealized gains(losses)			0
Change in net deferred income tax			(613,981)

d. The provision for federal income taxes incurred is different from that which would be obtained by applying the statutory Federal income tax rate to income before taxes. The significant items causing this difference are as follows:

	<u>June 30, 2006</u>
Provision computed at statutory rate	4,012,096
Tax-exempt interest	(5,432)
Meals and entertainment	410
Investment fees relating to tax-exempt income	191
Stock options	(88,351)
CY Discounted unpaid claims	(45,604)
CY Discounted unearned premiums	2,450
Bad debt expense reserve	(62,680)
Vacation pay accrual	(779)
Stat to gaap adjustment	(2)
True-Up	
	<u>106,615</u>
Total Statutory income taxes	<u>3,918,913</u>
Federal income taxes incurred	4,426,280
True-Up	106,615
Change in net deferred income taxes	(613,981)
Total Statutory income taxes	<u>3,918,913</u>

e. Amount of net loss carryforwards available to offset future taxable income (from the current year):

None - The tax benefit of any current and prior operating losses has been realized as a result of the intercompany tax allocation agreement with the parent.

2. Amount of federal income taxes incurred in the current year and each preceding year that are available for recoupment in the event of future losses:

2006	3,918,913
2005	3,483,835

f. 1. The Company's taxable income or loss is included in the consolidated federal income tax return of its parent company, Coventry Health Care, Inc. The names of the entities with whom the Company's federal income tax return is currently consolidated are included on pages 19 and 19.1 of this Statement (Schedule Y).

2. The method of tax allocation between the companies is subject to written agreement approved by management of the respective companies. The tax allocation agreement with the Parent is based upon taxes incurred on net income. Intercompany tax balances are settled monthly.

NOTES TO FINANCIAL STATEMENTS

10. **Information concerning Parent, Subsidiaries and Affiliates**

On March 28, 2006, the Plan paid a \$5.0 million dividend to its sole common stockholder and parent company, Coventry Healthcare, Inc.

11-31 No significant changes from 12/31/2005.

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted.)

PART 1 - COMMON INTERROGATORIES
GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes [☐] No [X]
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes [☐] No [☐]
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes [☐] No [X]
- 2.2

If yes, date of change:

If not previously filed, furnish herewith a certified copy of the instrument as amended.
3.

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes [☐] No [X]

If yes, complete the Schedule Y - Part 1 - organizational chart.
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes [☐] No [X]
- 4.2

If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1	2	3
Name of Entity	NAIC Company Code	State of Domicile

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?

Yes [☐] No [X] NA [☐]

If yes, attach an explanation.
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2005
- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.
- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).
- 6.4

By what department or departments?
Michigan Office of Financial and Insurance Services.....
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?.....

Yes [☐] No [X]
- 7.2

If yes, give full information:
.....
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?.....

Yes [☐] No [X]
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.
.....
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?.....

Yes [☐] No [X]
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1	2	3	4	5	6	7
Affiliate Name	Location (City, State)	FRB	OCC	OTS	FDIC	SEC

GENERAL INTERROGATORIES

FINANCIAL

- 9.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes ☒ No ☐
- 9.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount:.....\$25,218

INVESTMENT

- 10.1 Has there been any change in the reporting entity's own preferred or common stock? Yes ☐ No ☒
- 10.2 If yes, explain:
.....

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes ☐ No ☒
- 11.2 If yes, give full and complete information relating thereto:
.....

12. Amount of real estate and mortgages held in other invested assets in Schedule BA:\$
13. Amount of real estate and mortgages held in short-term investments:\$
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes ☐ No ☒
- 14.2 If yes, please complete the following:

		1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Statement Value
14.21 Bonds .....	\$	.....	\$ .....
14.22 Preferred Stock .....	\$	.....	\$ .....
14.23 Common Stock .....	\$	.....	\$ .....
14.24 Short-Term Investments .....	\$	.....	\$ .....
14.25 Mortgage Loans on Real Estate .....	\$	.....	\$ .....
14.26 All Other .....	\$	.....	\$ .....
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26).....	\$	.....0	\$0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above .....	\$	.....	\$ .....

- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes ☐ No ☒
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes ☐ No ☐

If no, attach a description with this statement.

16. Excluding items in Schedule E, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Part 1 - General, Section IV.H - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes ☒ No ☐

- 16.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
Wachovia Bank, N.A.....	13001 Street, N.W. D.C. 1954 12th Floor, West Tower.....

- 16.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

- 16.3 Have there been any changes, including name changes in the custodian(s) identified in 16.1 during the current quarter? Yes ☐ No ☒
- 16.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

- 16.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
104594..... 107423.....	Evergreen..... Conning. & Company.....	200Berkeley Street, Boston, MA. 02116..... 185 Asylum Street, City Place II, Hartford, CT...06103-4105.....

- 17.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed? Yes ☒ No ☐
- 17.2 If no, list exceptions:
.....

SCHEDULE A - VERIFICATION

Real Estate

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Increase (decrease) by adjustment		0
3. Cost of acquired		0
4. Cost of additions to and permanent improvements		0
5. Total profit (loss) on sales		0
6. Increase (decrease) by foreign exchange adjustment		0
7. Amount received on sales		0
8. Book/adjusted carrying value at end of current period	0	0
9. Total valuation allowance		0
10. Subtotal (Lines 8 plus 9)	0	0
11. Total nonadmitted amounts		0
12. Statement value, current period (Page 2, real estate lines, Net Admitted Assets column)	0	0

SCHEDULE B – VERIFICATION

Mortgage Loans

	1	2
	Year to Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest on mortgages owned, December 31 of prior year	0	0
2. Amount loaned during period:		
2.1. Actual cost at time of acquisitions		0
2.2. Additional investment made after acquisitions		0
3. Accrual of discount and mortgage interest points and commitment fees		0
4. Increase (decrease) by adjustment		0
5. Total profit (loss) on sale		0
6. Amounts paid on account or in full during the period		0
7. Amortization of premium		0
8. Increase (decrease) by foreign exchange adjustment		0
9. Book value/recorded investment excluding accrued interest on mortgages owned at end of current period	0	0
10. Total valuation allowance		0
11. Subtotal (Lines 9 plus 10)	0	0
12. Total nonadmitted amounts		0
13. Statement value of mortgages owned at end of current period (Page 2, mortgage lines, Net Admitted Assets column)	0	0

SCHEDULE BA – VERIFICATION

Other Invested Assets

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value of long-term invested assets owned December 31 of prior year	0	0
2. Cost of acquisitions during period:		
2.1. Actual cost at time of acquisitions		0
2.2. Additional investment made after acquisitions		0
3. Accrual of discount		0
4. Increase (decrease) by adjustment		0
5. Total profit (loss) on sale		0
6. Amounts paid on account or in full during the period		0
7. Amortization of premium		0
8. Increase (decrease) by foreign exchange adjustment		0
9. Book/adjusted carrying value of long-term invested assets at end of current period	0	0
10. Total valuation allowance		0
11. Subtotal (Lines 9 plus 10)	0	0
12. Total nonadmitted amounts		0
13. Statement value of long-term invested assets at end of current period (Page 2, Line 7, Column 3)	0	0

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	7,546,495	2,293,626
2. Cost of bonds and stocks acquired	505,566	5,255,927
3. Accrual of discount	9,333	17,892
4. Increase (decrease) by adjustment		0
5. Increase (decrease) by foreign exchange adjustment		0
6. Total profit (loss) on disposal		0
7. Consideration for bonds and stocks disposed of	1,086,154	13,523
8. Amortization of premium	8,213	7,427
9. Book/adjusted carrying value, current period	6,967,027	7,546,495
10. Total valuation allowance		0
11. Subtotal (Lines 9 plus 10)	6,967,027	7,546,495
12. Total nonadmitted amounts		0
13. Statement value	6,967,027	7,546,495

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1	43,082,810	37,858,488	37,823,010	295,812	43,082,810	43,414,100	.0	40,659,940
2. Class 2	1,306,226		250,000	(3,859)	1,306,226	1,052,367	.0	4,122,749
3. Class 3 .....	.0				.0	.0	.0	.0
4. Class 4 .....	.0				.0	.0	.0	.0
5. Class 5 .....	.0				.0	.0	.0	.0
6. Class 6	0				0	0	0	0
7. Total Bonds	44,389,036	37,858,488	38,073,010	291,953	44,389,036	44,466,467	0	44,782,689
PREFERRED STOCK								
8. Class 1 .....	.0				.0	.0	.0	.0
9. Class 2 .....	.0				.0	.0	.0	.0
10. Class 3 .....	.0				.0	.0	.0	.0
11. Class 4 .....	.0				.0	.0	.0	.0
12. Class 5 .....	.0				.0	.0	.0	.0
13. Class 6	0				0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	44,389,036	37,858,488	38,073,010	291,953	44,389,036	44,466,467	0	44,782,689

SCHEDULE DA - PART 1

Short-Term Investments Owned End of Current Quarter					
	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
8299999 Totals	37,499,440	XXX	37,187,946	122,581	19,542

SCHEDULE DA - PART 2- VERIFICATION

Short-Term Investments Owned		
	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	32,061,607	13,328,568
2. Cost of short-term investments acquired	77,739,414	200,068,403
3. Increase (decrease) by adjustment	537,111	245,097
4. Increase (decrease) by foreign exchange adjustment		0
5. Total profit (loss) on disposal of short-term investments	(4,278)	(283)
6. Consideration received on disposal of short-term investments	72,834,415	181,580,178
7. Book/adjusted carrying value, current period	37,499,439	32,061,607
8. Total valuation allowance		0
9. Subtotal (Lines 7 plus 8)	37,499,439	32,061,607
10. Total nonadmitted amounts		0
11. Statement value (Lines 9 minus 10)	37,499,439	32,061,607
12. Income collected during period	945,241	843,815
13. Income earned during period	906,594	922,802

Schedule DB - Part F - Section 1

NONE

Schedule DB - Part F - Section 2

NONE

Schedule S

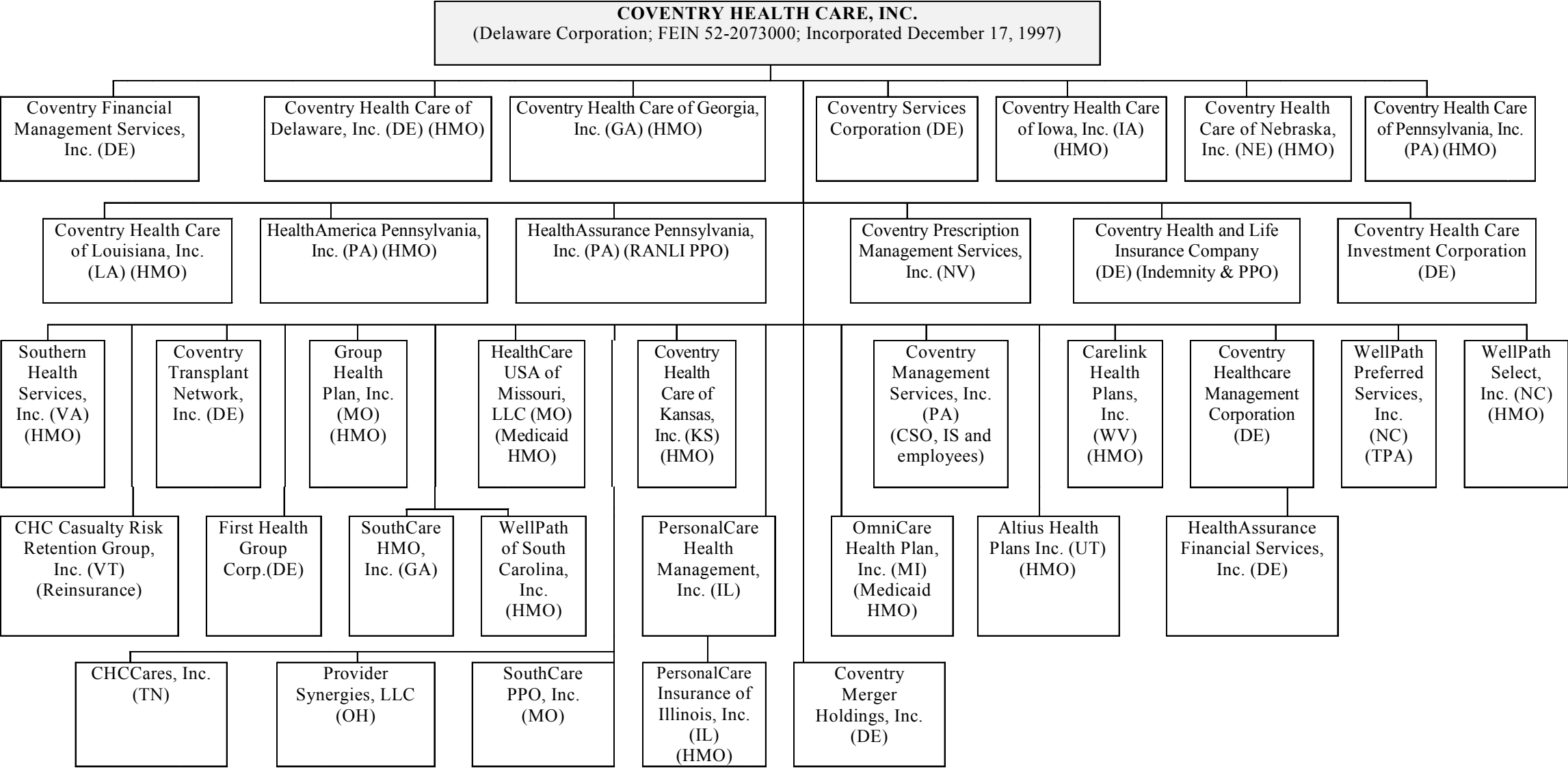
NONE

SCHEDULE T PREMIUMS AND OTHER CONSIDERATIONS

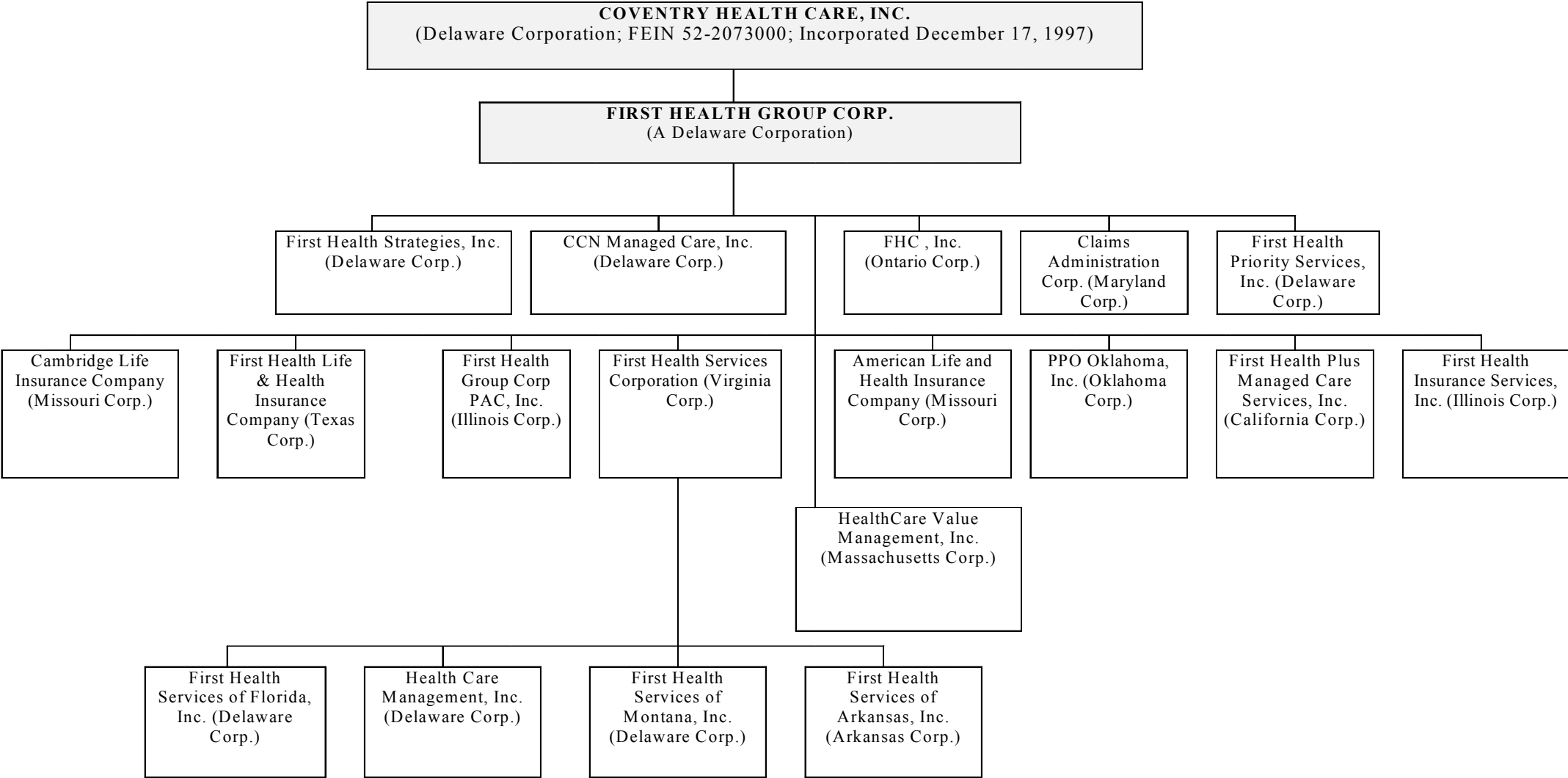
Current Year to Date - Allocated by States and Territories									
States, Etc.	1	2	Direct Business Only Year-to-Date						
	Guaranty Fund (Yes or No)	Is Insurer Licensed? (Yes or No)	3	4	5	6	7	8	
			Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefit Program Premiums	Life and Annuity Premiums and Deposit-Type Contract Funds	Property/Casualty Premiums	
1. Alabama	AL								
2. Alaska	AK								
3. Arizona	AZ								
4. Arkansas	AR								
5. California	CA								
6. Colorado	CO								
7. Connecticut	CT								
8. Delaware	DE								
9. District of Columbia	DC								
10. Florida	FL								
11. Georgia	GA								
12. Hawaii	HI								
13. Idaho	ID								
14. Illinois	IL								
15. Indiana	IN								
16. Iowa	IA								
17. Kansas	KS								
18. Kentucky	KY								
19. Louisiana	LA								
20. Maine	ME								
21. Maryland	MD								
22. Massachusetts	MA								
23. Michigan	MI	No			75,392,111				
24. Minnesota	MN								
25. Mississippi	MS								
26. Missouri	MO								
27. Montana	MT								
28. Nebraska	NE								
29. Nevada	NV								
30. New Hampshire	NH								
31. New Jersey	NJ								
32. New Mexico	NM								
33. New York	NY								
34. North Carolina	NC								
35. North Dakota	ND								
36. Ohio	OH								
37. Oklahoma	OK								
38. Oregon	OR								
39. Pennsylvania	PA								
40. Rhode Island	RI								
41. South Carolina	SC								
42. South Dakota	SD								
43. Tennessee	TN								
44. Texas	TX								
45. Utah	UT								
46. Vermont	VT								
47. Virginia	VA								
48. Washington	WA								
49. West Virginia	WV								
50. Wisconsin	WI								
51. Wyoming	WY								
52. American Samoa	AS								
53. Guam	GU								
54. Puerto Rico	PR								
55. U.S. Virgin Islands	VI								
56. Northern Mariana Islands	MP								
57. Canada	CN								
58. Aggregate Other Alien	OT	XXX	0	0	0	0	0	0	0
59. Subtotal	XXX	XXX	0	0	75,392,111	0	0	0	0
60. Reporting entity contributions for Employee Benefit Plans	XXX	XXX							
61. Total (Direct Business)	XXX	(a) 1	0	0	75,392,111	0	0	0	0
DETAILS OF WRITE-INS									
5801.									
5802.									
5803.									
5898. Summary of remaining write-ins for Line 58 from overflow page			0	0	0	0	0	0	0
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)			0	0	0	0	0	0	0

(a) Insert the number of yes responses except for Canada and other Alien.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



OVERFLOW PAGE FOR WRITE-INS

Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 1

NONE

Schedule B - Part 2

NONE

Schedule BA - Part 1

NONE

Schedule BA - Part 2

NONE

STATEMENT AS OF JUNE 30, 2006 OF THE OmniCare Health Plan, Inc.

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator ^(a)
0399999 - Total - Bonds - U.S. Government						0	0	0	XXX
1099999 - Total - Bonds - All Other Government						0	0	0	XXX
1799999 - Total - Bonds - States, Territories and Possessions						0	0	0	XXX
2499999 - Total - Bonds - Political Subdivisions						0	0	0	XXX
3199999 - Total - Bonds - Special Revenue						0	0	0	XXX
3899999 - Total - Bonds - Public Utilities						0	0	0	XXX
55264T-DW-8.....	MBNAS 2006-A4 A4 09/15/2011 5.358.....		05/22/2006.....	BANK AMERICA.....		250,000	250,000	0	1FE.....
4599999 - Total - Bonds - Industrial, Misc.						250,000	250,000	0	XXX
4699999 - Total - Bonds - Credit Tenant Loans						0	0	0	XXX
5399999 - Total - Bonds - Parent, Subsidiaries, Affiliates						0	0	0	XXX
6099997 - Total - Bonds - Part 3						250,000	250,000	0	XXX
6099999 - Total - Bonds						250,000	250,000	0	XXX
6199999 - Total - Preferred Stocks - Public Utilities						0	XXX	0	XXX
6299999 - Total - Preferred Stocks - Banks, Trusts, Insurance						0	XXX	0	XXX
6399999 - Total - Preferred Stocks - Industrial, Misc.						0	XXX	0	XXX
6499999 - Total - Preferred Stocks - Parent, Subsidiaries, Affiliates						0	XXX	0	XXX
6599997 - Total - Preferred Stocks - Part 3						0	XXX	0	XXX
6599999 - Total - Preferred Stocks						0	XXX	0	XXX
6699999 - Total - Common Stocks - Public Utilities						0	XXX	0	XXX
6799999 - Total - Common Stocks - Banks, Trusts, Insurance						0	XXX	0	XXX
6899999 - Total - Common Stocks - Industrial, Misc.						0	XXX	0	XXX
6999999 - Total - Common Stocks - Parent, Subsidiaries, Affiliates						0	XXX	0	XXX
7099999 - Total - Common Stocks - Mutual Fund						0	XXX	0	XXX
7199999 - Total - Common Stocks - Money Market Mutual Fund						0	XXX	0	XXX
7299997 - Total - Common Stocks - Part 3						0	XXX	0	XXX
7299999 - Total - Common Stocks						0	XXX	0	XXX
7399999 - Total - Preferred and Common Stocks						0	XXX	0	XXX
7499999 - Totals						250,000	XXX	0	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues

STATEMENT AS OF JUNE 30, 2006 OF THE OmniCare Health Plan, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B/A. C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B/A. C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)	
912828-CM-0..	US TREASURY N/B 2.750.....	..06/30/2006..	MATURITY.....		500,000	500,000	495,293	498,066	0	1,934	0	1,934	0	500,000	0	0	0	13,750	06/30/2006..	1.....	
0399999 - Bonds - U.S. Governments					500,000	500,000	495,293	498,066	0	1,934	0	1,934	0	500,000	0	0	0	13,750	XXX	XXX	
1099999 - Bonds - All Other Governments					0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
1799999 - Bonds - States, Territories and Possessions					0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
2499999 - Bonds - Political Subdivisions					0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
31297P-Z2-0..	FG A34361..... FG A43945.....	..06/01/2006..	MBS PAYDOWN.....		1,000	1,000	1,012	1,012	0	(11)	0	(11)	0	1,000	0	0	0	23	12/01/2034..	1.....	
3128K4-L2-9..	6.500..... FN 255893.....	..06/01/2006..	MBS PAYDOWN.....		34,671	34,671	35,443	0	0	(772)	0	(772)	0	34,671	0	0	0	413	01/01/2036..	1.....	
31371M-GA-9..	5.500..... FN 824940.....	..06/01/2006..	MBS PAYDOWN.....		7,328	7,328	7,290	7,290	0	38	0	38	0	7,328	0	0	0	165	07/01/2025..	1.....	
31407A-PZ-8..	5.500..... FN 840066.....	..06/01/2006..	MBS PAYDOWN.....		5,419	5,419	5,448	5,447	0	(28)	0	(28)	0	5,419	0	0	0	127	04/01/2035..	1.....	
31407T-JK-7..	6.000.....	..06/01/2006..	MBS PAYDOWN.....		17,537	17,537	17,669	17,667	0	(130)	0	(130)	0	17,537	0	0	0	387	10/01/2035..	1.....	
3199999 - Bonds - Special Revenues					65,956	65,956	66,863	31,416	0	(903)	0	(903)	0	65,956	0	0	0	1,116	XXX	XXX	
3899999 - Bonds - Public Utilities					0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
4599999 - Bonds - Industrial and Miscellaneous					0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
4699999 - Bonds - Credit Tenant Loans					0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
5399999 - Bonds - Parent, Subsidiaries and Affiliates					0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
6099997 - Bonds - Part 4					565,956	565,956	562,156	529,482	0	1,031	0	1,031	0	565,956	0	0	0	14,866	XXX	XXX	
6099999 - Total - Bonds					565,956	565,956	562,156	529,482	0	1,031	0	1,031	0	565,956	0	0	0	14,866	XXX	XXX	
6199999 - Preferred Stocks - Public Utilities					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
6299999 - Preferred Stocks - Banks, Trust and Insurance Companies					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
6399999 - Preferred Stocks - Industrial and Miscellaneous					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
6499999 - Preferred Stocks - Parent, Subsidiaries and Affiliates					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
6599997 - Preferred Stocks - Part 4					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
6599999 - Total - Preferred Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
6699999 - Common Stocks - Public Utilities					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
6799999 - Common Stocks - Banks, Trust and Insurance Companies					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
6899999 - Common Stocks - Industrial and Miscellaneous					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
6999999 - Common Stocks - Parent, Subsidiaries and Affiliates					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
7099999 - Common Stocks - Mutual Fund					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
7199999 - Common Stocks - Money Market Mutual Funds					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
7299997 - Common Stocks - Part 4					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
7299999 - Total - Common Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
7399999 - Total - Preferred and Common Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues

E05

Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part D - Section 1

NONE

STATEMENT AS OF JUNE 30, 2006 OF THE OmniCare Health Plan, Inc.

SCHEDULE E - PART 1 - CASH

[illegible]

SCHEDULE E - PART 2 CASH EQUIVALENTS

1 CUSIP Identification	2 Description	3 Code	4 Date Acquired	5 Rate of Interest	6 Maturity Date	7 Book/Adjusted Carrying Value	8 Amount of Interest Due and Accrued	9 Gross Investment Income
NONE								
0199999 Total Cash Equivalents								